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13 Adobe Systems Inc.

14 UNITED STATES DISTRICT COURT
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16 NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION
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19 IN RE: HIGH-TECH EMPLOYEE
20 ANTITRUST LITIGATION

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22 THIS DOCUMENT RELATES TO:
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24 ALL ACTIONS
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Master Docket No. 11-CV-2509-LHK

**DECLARATION OF LIN W. KAHN
IN SUPPORT OF DEFENDANTS'
JOINT RESPONSE TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL**

Date Consolidated Amended Compl. Filed:
September 13, 2011

1 I, Lin Wang Kahn, declare as follows:

2 1. I am an attorney with the law firm of Jones Day, counsel for Defendant Adobe
3 Systems Inc. ("Adobe") in the above-captioned action. I am admitted to practice law before this
4 Court. I submit this declaration in support of Defendants' Joint Response to Plaintiffs'
5 Administrative Motion to File Under Seal Plaintiffs' Supplemental Motion in Support of Class
6 Certification and Related Documents. As an attorney involved in the defense of this action,
7 unless otherwise stated, I have personal knowledge of the facts stated in this declaration and if
8 called as a witness, I could and would competently testify to them.

9 2. I have reviewed Plaintiffs' Supplemental Motion and Brief in Support of Class
10 Certification ("Motion"), the Expert Witness Report of Kevin F. Hallock ("Hallock Report"), the
11 Supplemental Expert Report of Edward E. Leamer, Ph.D. ("Leamer Report") and supporting
12 exhibits, exhibits attached to the Declaration of Dean M. Harvey ("Harvey Declaration"), and the
13 exhibits attached to the Declaration of Lisa J. Cisneros ("Cisneros Declaration").

14 3. As described below, the information requested to be sealed contains or
15 summarizes Adobe's compensation and recruiting data, practices, strategies and policies. Adobe
16 has designated this information as "CONFIDENTIAL – ATTORNEYS' EYES ONLY" pursuant
17 to the Protective Order in this case. (Dkt. No. 107).

18 4. The October 9, 2012 Declaration of Donna Morris In Support of Defendants' Joint
19 Response to Plaintiffs' Administrative Motion to File Under Seal (Dkt. No. 196) ("10/9/2012
20 Morris Decl.") establishes that Adobe's compensation data, practices, strategies and policies, as
21 well as its recruiting data, practices, strategies and policies are confidential and commercially
22 sensitive. As stated in the 10/9/2012 Morris Decl., it is Adobe's practice to keep such
23 information confidential, for internal use only, and not to disclose them to the public.

24 5. Moreover, the 10/9/2012 Morris Decl. establishes that the public disclosure of this
25 information would harm Adobe, including potentially impairing its competitive position in
26 recruiting, hiring, and compensating employees. Morris declared that Adobe derives independent
27 economic value from keeping its compensation data and compensation, recruiting and hiring
28 practices, strategies, and policies confidential, including keeping it from other persons and entities

1 who could obtain economic value from its disclosure or use.

2 6. Furthermore, as noted by Morris in the 10/9/2012 Morris Decl., the public
3 disclosure of this information, created for internal use, would give third-parties insights into
4 confidential and sensitive aspects of Adobe's operations and deprive Adobe of its investment in
5 developing these practices, strategies, and policies. The declaration further establishes that such
6 disclosure would give other entities an unearned advantage by giving them the benefit of knowing
7 how Adobe compensates employees and Adobe's compensation, recruiting, and hiring practices,
8 strategies, and policies.

9 7. In addition to the 10/9/2012 Morris Decl., Adobe's declarations filed in support of
10 the Opposition to Plaintiffs' Motion for Class Certification also establish the confidentiality of
11 Adobe's compensation and recruiting data, practices, strategies and policies. In particular, the
12 Declaration of Donna Morris of Adobe Systems Inc. in Support of the Opposition to Plaintiffs'
13 Motion for Class Certification (Dkt. No. 215, Exhibit 14) ("11/9/2012 Morris Decl."), paragraph
14 3, establishes that Adobe's salary and compensation data, policies and strategies are confidential
15 and that public dissemination of that information could cause Adobe competitive harm. The
16 Declaration of Jeff Vijungco of Adobe Systems Inc. in Support of the Opposition to Plaintiffs'
17 Motion for Class Certification (Dkt. No. 215, Exhibit 15) ("Vijungco Decl."), paragraph 3,
18 similarly establishes that Adobe's recruiting and hiring data, policies and strategies are
19 confidential and that public dissemination of that information could cause Adobe competitive
20 harm.

21 8. The confidentiality of this type of information was confirmed recently by the
22 January 21, 2013 Declaration of Donna Morris in Support of Renewed Motion to Seal (Dkt. No.
23 284).

24 9. Specifically, Adobe seeks to keep the following redacted portions of the **Motion**
25 under seal:

- 26 • Page 2, line 27 contains confidential information about Adobe's compensation
- 27 practices, policies, and strategies.
- 28 • Page 11, lines 18-19 contain confidential information about Adobe's

1 compensation practices, policies, and strategies.

2 • Page 15, lines 17-18 contain confidential information about Adobe's
3 compensation practices, policies, and strategies.

4 • Page 16, lines 7-8 contain confidential information about Adobe's
5 compensation practices, policies, and strategies.

6 10. Adobe also seeks to keep the following redacted portions of the **Hallock Report**
7 under seal:

8 • Redacted portion of paragraph 47 contains confidential information about
9 Adobe's compensation practices and processes, specifically with respect to its salary ranges.

10 • Redacted portion of paragraph 48 contains confidential information about
11 Adobe's compensation practices and processes, specifically with respect to its salary ranges.

12 • Redacted portion of paragraph 50 contains confidential information about
13 Adobe's compensation practices and processes, specifically with respect to its annual
14 compensation review process.

15 • Redacted portion of paragraph 112 contains confidential information about
16 Adobe's compensation practices and processes, specifically with respect to its counter offer
17 policy.

18 • Redacted portion of paragraph 113 contains the identity of an Adobe
19 employee. This information is confidential and private because the employee has not sought to
20 have his identity placed in the public record.

21 • Redacted portion of paragraph 114 contains confidential information about
22 Adobe's compensation practices and processes, specifically with respect to its stock grants.

23 • Redacted portion of paragraph 115 contains the identity and compensation of
24 an Adobe employee. This information is confidential and private because the employee has not
25 sought to have his identity and compensation placed in the public record.

26 • Redacted portion of paragraph 116 contains the identity of Adobe employees.
27 This information is confidential and private because the employees have not sought to have their
28 identities placed in the public record.

- Redacted portion of paragraph 118 contains confidential information about Adobe's compensation practices, policies, and strategies.
 - Redacted portion of paragraph 119 contains confidential information about Adobe's compensation practices, policies, and strategies.
 - Redacted portion of paragraph 184 contains confidential information about Adobe's compensation practices, policies, and strategies. This includes confidential information contained in Table 13, discussed below.
 - Redacted portion of paragraph 186 contains confidential information about Adobe's compensation practices, policies, and strategies. This includes confidential information contained in Table 13 and 15, discussed below.
 - Figure 13 contains confidential information about Adobe's compensation practices, policies, and strategies.
 - Figure 15 contains confidential information about Adobe's compensation practices, policies, and strategies.
11. Moreover, Adobe seeks to keep the following redacted portions of the **Leamer Report** under seal:
- Figure 13, page 23, contains confidential Adobe compensation information about Adobe's average compensation. This is confidential employee salary and other compensation information that pertain to Adobe's compensation methods, strategies, practices, and data.
 - Figures 15 and 16, page 27, contain confidential Adobe compensation information about Adobe's average compensation. This is confidential employee salary and other compensation information that pertain to Adobe's compensation methods, strategies, practices, and data.
 - The redacted portions of Figure 17, Figure 18, and pages 27-28 contain confidential information regarding Adobe's job titles, corresponding headcount, and age.
 - Figure 19 contains confidential Adobe compensation information about Adobe's average total compensation. This is confidential employee salary and other

1 compensation information that pertain to Adobe's compensation methods, strategies, practices,
2 and data.

- 3 • Exhibit 1 contains confidential Adobe information about specific job titles.

4 This is confidential information that pertains to Adobe's employee management practices.

5 12. Adobe also seeks to keep the following redacted portions of exhibits to the **Harvey**
6 **Declaration**, which are attached hereto, under seal:

- 7 • Redacted portion of Exhibit 11 contains confidential information regarding
8 Adobe's compensation practices and strategies.

- 9 • Redacted portions of Exhibit 12 contains detailed descriptions of Adobe's
10 compensation practices, policies, processes, and strategies.

11 13. Adobe also seeks to keep the following redacted portions of exhibits to the
12 **Cisneros Declaration**, which are attached hereto, under seal:

- 13 • Redacted portion of Exhibit A contains confidential information regarding
14 Adobe's compensation practices and processes.

- 15 • Redacted portion of Exhibit B contains confidential information regarding
16 Adobe's compensation practices and processes.

- 17 • Redacted portion of Exhibit C contains detailed descriptions of Adobe's
18 compensation practices, policies, and processes.

- 19 • Redacted portion of Exhibit D contains confidential information regarding
20 Adobe's practices and processes.

- 21 • Redacted portion of Exhibit F contains detailed descriptions of Adobe's
22 compensation practices, policies, and processes.

- 23 • Redacted portion of Exhibit 210 contains confidential information regarding
24 Adobe's recruiting practices, policies, and strategies. This includes confidential recruiting and
25 hiring data as well as recruiting analyses.

- 26 • Redacted portion of Exhibit 216 contains confidential information regarding
27 Adobe's recruiting, retention, and compensation practices, policies, and strategies.

- 28 • Redacted portion of Exhibit 300 contains confidential information regarding

1 Adobe's compensation practices, policies, and strategies with respect to base pay.

2 • Redacted portion of Exhibit 416 contains confidential information regarding
3 Adobe's compensation practices, policies, and strategies. Paragraph 3 of Exhibit 416 specifically
4 sets forth the confidentiality of this information.

5 • Redacted portion of Exhibit 1158 contains confidential information regarding
6 Adobe's compensation practices, policies, and strategies. This includes an analysis of an Adobe
7 employee's compensation, which is confidential and private because the employee has not sought
8 to have his name and compensation placed in the public record.

9 • Redacted portion of Exhibit 1159 contains confidential information regarding
10 Adobe's compensation practices, policies, and strategies. This includes an analysis of Adobe
11 employees' compensation, which is confidential and private because these employees have not
12 sought to have their names and compensation placed in the public record.

13 • Redacted portion of Exhibit 1160 contains confidential information regarding
14 Adobe's compensation practices, policies, and strategies. This includes an analysis of an Adobe
15 employee's compensation, which is confidential and private because the employee has not sought
16 to have his name and compensation placed in the public record.

17 • Redacted portion of Exhibit 1250 contains confidential information regarding
18 Adobe's compensation practices, policies, and strategies. This includes an analysis of an Adobe
19 employee's compensation, which is confidential and private because the employee has not sought
20 to have his name and compensation placed in the public record.

21 • Redacted portion of Exhibit 2486 contains confidential information regarding
22 Adobe's compensation practices, policies, and strategies. Paragraph 3 of Exhibit 2486
23 specifically sets forth the confidentiality of this information.

24 • Redacted portion of Exhibit 2487 contains confidential information regarding
25 Adobe's compensation practices, policies, and strategies. This includes detailed information
26 regarding Adobe's annual performance review process.

27 • Redacted portion of Exhibit 2501 contains confidential information regarding
28 Adobe's compensation practices, policies, and strategies. This includes an analysis of Adobe

1 employees' compensation, which is confidential and private because these employees have not
2 sought to have their names and compensation placed in the public record.

3 • Redacted portion of Exhibit 2800 contains confidential information regarding
4 Adobe's compensation practices, policies, and strategies.

5 I declare under penalty of perjury under the laws of the United States that the foregoing is
6 true and correct. Executed this 17th day of May 2013 in San Francisco, California.

7
8
9 By: /s/ Lin W. Kahn

Lin W. Kahn